

BYLAWS
OF
NORTH CAROLINA COALITION ON AGING

ARTICLE I: Name and Purpose

- Section 1** Name. The name of the organization shall be North Carolina Coalition on Aging, hereinafter called the Coalition.
- Section 2** Purpose. The purpose of the Coalition is to give voice to issues that affect older North Carolinians. The Coalition, which is organized under the North Carolina Nonprofit Corporation Act, shall operate exclusively for charitable and educational purposes and in a manner consistent with Chapter 55A of the General Statutes of North Carolina and Section 501(c)(3) of the Internal Revenue Code or successor provisions.
- Section 3** Offices. The principal office and registered agent of the Coalition shall be located in Raleigh, North Carolina.

Article II

MEMBERS

- Section 1** General. The Coalition shall have one class of members which shall consist of agencies, organizations, or groups that in some way represent North Carolina's aging population and that pay required dues. The Coalition may confer Associate Memberships upon individuals who qualify and pay required dues.
- Section 2** Dues. The Board of Directors in its sole discretion shall establish and implement a reasonable methodology for the calculation of membership dues. Dues to be paid annually by the members shall be incorporated into the annual budget of the Coalition.
- Section 3** Annual Meeting. An Annual Meeting of members shall be held at a time designated by the Board of Directors for the purpose of electing Directors, and for the transaction of such other business as may be deemed necessary by the officers and members of the Board of Directors.

- Section 4** Special Meetings. A special meeting of the members may be called by the Chair, by the Executive Director, by the Board of Directors, or one-fourth of the members eligible to vote at such a meeting.
- Section 5** Notice. Written, printed, or electronic notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered either personally, by mail, or by email distribution to each member eligible to vote at such meeting. Such notice shall be rendered not less than five or more than forty days before the date of the meeting. Responsibility for provision of required notices and for selection of the method of notification shall be vested with the Chair, the Executive Director, the Secretary, the officers of the Board, or with those persons desiring to call the meeting. If mailed, such notice shall be deemed to be delivered when stamped and deposited in the United States mail addressed to the recipient member at the address as it appears on the records of the Coalition.
- Section 6** Voting. Each member shall be entitled to one vote on any matter submitted to the membership for action. A member’s vote may be cast in person or by telephone by their Executive Director/chief staff officer or their designee. Associate members shall have voice but no vote.
- Section 7** Quorum. A quorum shall consist of 25% of eligible voting members. Unless otherwise required by law, at a meeting when a quorum is present the majority votes cast by eligible voting members present shall determine the outcome of any vote or action.

ARTICLE III

BOARD OF DIRECTORS

- Section 1** General Powers. The property, business, and affairs of the Coalition shall be overseen by its Board of Directors in accordance with these Bylaws. The Board is responsible for overall policy and direction of the Coalition. Specific powers of the Board of Directors include but are not limited to:
- a) defining the mission, goals, and objectives of the Coalition and assigning priorities among the goals and objectives when needed;
 - b) reviewing and approving the Coalition’s budget; and

- c) raising the financial resources required to meet the Coalition's goals and objectives, and establishing general fund raising policies.

- Section 2** Number, Election and Tenure. The Board of Directors shall have no fewer than 5 and no more than 11 members elected from the membership; and such ex-officio members as may be deemed necessary by the Executive Director or the Chair to accomplish the affairs of the Coalition. Per the establishment of a quorum, Directors shall be elected by a majority vote of members present at the Annual Meeting of members. Directors shall serve for a term of two years, or until a successor is duly elected or appointed, except that the initial Directors shall serve staggered terms so that at least two initial Directors serve two-year terms, and at least two initial Directors serve one-year terms. Except as otherwise provided in these bylaws, the term shall begin immediately upon election at the Annual Meeting of the membership. A term shall not end until the election and qualification of a successor. Directors can serve no more than two consecutive full two-year terms.
- Section 3** Ex-officio Directors: Committee Chairpersons not serving as Directors and the Executive Director shall be ex-officio members of the Board of Directors with voice but no vote.
- Section 4** Vacancies. Any vacancy occurring in the Board of Directors shall be filled by the affirmative vote of members of the Coalition. Any Director elected to fill a vacancy shall be so elected to fill the un-expired term of that Director's predecessor.
- Section 5** Removal. Any member of the Board of Directors may be removed at any time for any reason by the vote of members of the Board of Directors. A Director who within any twelve month period fails to attend 50% of the scheduled and duly called meetings of the Board may be removed.
- Section 6** Compensation. No Director shall receive any compensation for his or her service in such capacity, except as reimbursement for actual and reasonable expenses incurred on behalf of or in service to the Coalition and according to policies authorized by the Board of Directors.
- Section 7** Finances. The Board of Directors shall present to the membership of the Coalition for approval an annual budget of income and expenses and an associated schedule of membership dues; and regularly receive interim financial statements.

ARTICLE IV

MEETINGS OF DIRECTORS

- Section 1** Regular Meetings. The Annual Meeting of the Board of Directors shall be held in conjunction with the Annual Meeting of the membership of the Coalition. Each Board year, inclusive of the Annual Meeting, there shall be a minimum of two regular meetings of the Board of Directors. The Chair or the Executive Director shall provide written notification a minimum of 14 days in advance of all regular meetings of the Board of Directors stating the date, place, and time of any regular meeting. Notice of regular meetings of the Board may be sent by letter or by email. Meetings may be held in any location approved in advance by the majority of the Directors, whether within or outside of the State of North Carolina.
- Section 2** Special Meetings. Special meetings of the Board of Directors may be called by the Chair, by the Executive Director, or any two Directors. The person or persons calling a special meeting of the Board of Directors shall notify the Directors in writing a minimum of 5 days in advance of a special meeting.
- Section 3** Waiver of Notice. Attendance of a Director at a meeting in person or by conference call of the Board of Directors shall constitute a waiver of notice of such meeting, except when a Director attends a meeting in person or by conference call for the express purpose of objecting to the transaction of any business because the meeting is not properly or lawfully called or convened.
- Section 4** Quorum. A majority of the total number of Directors then in office, present in person or by conference call, shall constitute a quorum for the transaction of business.
- Section 5** Manner of Taking Action. Except as otherwise provided in these bylaws, the action of the majority of the Directors present in person or by conference call at a meeting at which a quorum is present shall be the action of the Board of Directors.
- Section 6** Presumption of Assent. A Director of the Coalition who is present at a meeting in person or by conference call of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such Director's contrary vote or dissent is recorded or otherwise entered in the minutes of the meeting; or such Director files prior to the

meeting's adjournment a written dissent to an action, such written dissent to be delivered to the person acting as the secretary of the meeting; or such Director forwards a written dissent by registered mail to the meeting secretary immediately after the adjournment of the meeting. Such right to dissent to an action shall not be available to a Director who during the meeting when the action occurred voted in favor of the action.

Section 7 Action by Directors Outside of Meetings. Action taken without a meeting by a majority of the Directors then holding office is nevertheless Board action provided written consent, including by email, to the action is signed by all of the Directors either before or after the action is taken, and filed along with the minutes of the proceedings of the Board

ARTICLE V

EXECUTIVE COMMITTEE

Section 1 Committee Composition and Authority. The Executive Committee shall be composed of the Chair, the Chair-Elect, the Immediate Past Chair, the Secretary, the Treasurer, and the Executive Director who shall be ex-officio with voice but without vote. The Executive Committee shall have and may exercise all of the authority of the Board of Directors in the management of the Coalition, except that it shall not have authority:

- (1) To dissolve, merge or consolidate the Coalition.
- (2) To amend the charter of the Coalition.
- (3) To sell, lease or exchange any of the property of the Coalition.
- (4) To fill vacancies in the Board of Directors.
- (5) To amend or repeal these bylaws, or to adopt new bylaws.
- (6) To amend or repeal any resolution of the Board which by its terms shall not be so amended or repealed.

Section 2 Vacancy. Any vacancy occurring in the Executive Committee shall be filled at a regular or special meeting of the Board of

Directors by action of a majority of the Directors remaining in office.

Section 3 Removal. Any member of the Executive Committee may be removed at any time for any reason by action of a majority of the Directors in office.

Section 4 Minutes. The Executive Committee shall keep minutes of its proceedings, the contents of which shall be reported to the Board at its next meeting.

Section 5 Responsibility of Directors. The designation of an Executive Committee and the Board's extension of authority to one shall not relieve the Board of Directors, or any Director, from the responsibility to provide oversight to the actions of the Committee and to act as necessary to assure the interests of the Coalition are properly served and protected. Accordingly, the Board of Directors shall review actions taken by the Executive Committee, and a Director shall have the right to dissent from such action by filing promptly a written dissent with the Board Secretary.

ARTICLE VI

OFFICERS

Section 1 Officers of the Coalition. The Officers of the Coalition shall consist of a Chair, a Chair-Elect, the Executive Director, a Secretary, a Treasurer and assistant officers as the Board of Directors may from time to time elect. The Executive Director also shall be the Assistant Secretary, and shall not hold any other offices. A Director may at the same time hold any two offices except the Chair shall not serve also as Secretary.

Section 2 Election and Term. Except for the Executive Director, the Officers of the Coalition shall be elected by the Board of Directors at the Annual Meeting. The term of office for these elected officers shall begin upon election and shall extend for one two-year term or until the election or qualification of a successor. At the completion of the Chair's term of office, the Chair Elect shall automatically become Chair unless extenuating circumstances prevent this. An Officer is not eligible for re-election to the same office for consecutive terms. An officer's years of service in office are excluded when calculating that officer's term of eligibility to serve on the Board of Directors.

- Section 3** Vacancies. A vacancy in any office because of death, resignation, removal, or otherwise, may be filled by the Board of Directors for the un-expired portion of the vacant term of office.
- Section 4** Removal of Officers. Any Officer elected by the Board of Directors may be removed by the Board of Directors whenever the Board deems it necessary to serve the best interest of the Coalition. An Officer who within any twelve month period fails to attend 50% of the scheduled and duly called meetings of the Board may be removed.
- Section 5** Chair. The Chair shall be the principal officer of the Coalition and, subject to the control of the Board of Directors, shall supervise the overall effectiveness of the Executive Director’s management of the daily business and affairs of the Coalition. The Chair shall be responsible for annual initiation and implementation of performance evaluation of the Executive Director. When present, the Chair shall preside at all meetings of the Board, of the Executive Committee, and of the members. The Chair shall appoint all Standing Committees and other committees as the Chair and the Executive Director deem necessary, shall appoint the Chairs of all Committees, and shall serve ex-officio on all the Committees of the Coalition.

The Chair is authorized to sign along with other Officers of the Board any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except when the signing and execution of such instruments shall be expressly delegated by the Board of Directors or by these bylaws to some other Officer or agent of the Coalition; or when it is legally required that such instruments be otherwise signed or executed. The Chair shall perform all duties as from time to time may be prescribed and authorized by the Board of Directors.

- Section 6** Chair Elect. Unless it shall be otherwise determined by the Board of Directors, in the absence of the Chair or in the event of the Chair’s death, resignation, removal from office, or inability or refusal to act, the Chair Elect shall perform the duties of the Chair. When so acting, the Chair Elect shall have all the powers of and be subject to all the restrictions placed upon the Chair. The Chair Elect shall serve on the Nominating Committee, shall provide oversight to the implementation of the Coalition’s strategic plan, and shall Chair any strategic planning initiatives undertaken by the Board of Directors. The Chair Elect shall perform such duties and responsibilities as may be assigned by the Chair or required in the Chair’s absence.

Section 7 Secretary. The Secretary: (a) shall be responsible for the recording of the minutes of the meetings of members, of the Board of Directors, and of the Executive Committee; and shall be responsible for the proper storage and retention of the minutes; (b) shall see that all notices are duly provided in accordance with the provisions of these bylaws or as required by law; (c) shall be responsible for the Coalitions records; (d) shall keep a register of the post office and email addresses of all members of the Board and members of the Coalition; and (e) shall perform all duties as from time to time may be assigned by the Chair or by the Board of Directors.

Section 8 Assistant Secretary. The Executive Director shall serve as Assistant Secretary and shall serve as custodian of the corporate records.

Section 9 Treasurer. The Treasurer shall be responsible for: (a) all funds of the Coalition; (b) receiving and providing receipts for monies due and payable to the Coalition from any source whatsoever, and depositing of all such monies in the name of the Coalition in selected and approved depositories. The Treasurer shall perform all of the duties incident to the office of treasurer and such other duties as from time to time may be assigned by the Chair or by the Board of Directors. The Executive Director may assist with the Treasurer's role, but the Treasurer will maintain oversight over all financial matters.

Within four months after the end of each fiscal year, the Treasurer shall prepare, or cause to be prepared, a true statement of the Coalition's assets and liabilities as of the close of the fiscal year, all in reasonable detail. Such statements shall be made, filed, and retained for a period of at least ten years at the Coalition's registered office or principal place of business in the State of North Carolina.

Section 10 Executive Director. The Executive Director shall serve as the Chief Executive Officer of the Coalition employed by, serving under the direction of, and reporting solely to the Board of Directors. The duties of the Executive Director shall be determined, altered, or amended by the Board of Directors. The Executive Director shall serve as Assistant Secretary of the Corporation. The Executive Director, operating within financial parameters agreed upon by the Board of Directors but otherwise in the Executive Director's sole discretion, may select, employ, and supervise such employees and contractors as are required to accomplish the work of the Coalition. The Executive Director shall

be an ex-officio member of all Committees and of the Board of Directors, with voice but without vote.

ARTICLE VII

COMMITTEES

Section 1 General. The Chair shall appoint Standing Committees that the Chair, in consultation with the Executive Director, the officers, or the Board determines to be necessary to advance the work of the Coalition.

Section 2 Nominating Committee. The Nominating Committee shall consist of the immediate Past Chair, who shall chair the Committee, the Chair Elect, and at least one other member. At the Annual Meeting of the membership, the Nominating Committee shall present for election by the membership a slate of nominees for the Board of Directors and at the Annual Meeting of the Board of Directors, the Nomination Committee shall present for election by the Board a slate of nominees for the Officers. This committee may also serve as an Awards Committee.

Section 3 Other Committees. From time to time as the Chair, the Executive Director, the Executive Committee, or the Board shall deem in the best interest of the Coalition, special committees may be appointed by the Chair.

ARTICLE VIII

MISCELLANEOUS PROVISIONS

Section 1 Indemnification. Every person who is or shall have been a Director or Officer of the Coalition and his or her personal representatives shall be indemnified by the Coalition against all costs and expenses reasonably incurred by or imposed upon him or her in connection with or resulting from any action, suit, or proceeding to which he or she may be made a party by reason of his or her being or having been a Director or Officer of the Coalition except (a) against any liability or expense the Director or Officer may incur on account of his or her activities which were at the time taken, known, or believed by the Director or Officer to be clearly in conflict with the best interests

of the Coalition; (b) if the Director or Officer received an improper personal benefit; or (c) in relation to such matters as to which he or she shall finally be adjudicated in such action, suit, or proceeding to have acted in bad faith and to have been liable by reason of willful misconduct in the performance of his or her duty as such Director or Officer. “Costs and expenses” shall include, but without limiting the generality thereof, attorney’s fees, damages, and reasonable amounts paid in settlement.

Section 2 Fiscal Year. The fiscal year of the Coalition shall be the calendar year.

Section 3 Amendments. The bylaws may be altered, amended, or repealed and new bylaws adopted upon the vote of 25% of eligible members of the Coalition present and voting at a duly constituted meeting, provided that notice of such proposed action, including the content thereof, be included in the call for the meeting.

Section 4 Activities of the Coalition. The Coalition shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Coalition shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contribution to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue Law).

Section 5 Dissolution and Distribution of Assets. No part of the Coalition’s net earnings shall inure to the benefit of, or be distributable to its members, Directors, Officers, or other private persons, except that the Coalition shall be authorized and empowered to pay reasonable compensation for services rendered to the Coalition and to make payments and distributions that further the purposes set forth herein. The Coalition may be dissolved and its assets and liabilities liquidated in such manner as the Board of Directors shall resolve, provided that upon dissolution, after payments of all debts, no part of the remaining assets may be distributed to any Director or Officer but shall be distributed as the Articles of Incorporation direct in accordance with such laws and regulations as may be applicable thereto, provided, however, that the distribution must be to another organization exempt under Section 501(c)(3) of the United States Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue Law), or to the United States, state or local

governments, for a public purpose. The Board shall give preference to distributing assets for such charitable purposes as are similar to those described in the Coalition on Aging's mission statement.

These bylaws were approved at a meeting of the Board of Directors of the North Carolina Coalition on Aging on September 28, 2018.